FORM D

1410497

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D



NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
JNIFORM LIMITED OFFERING EXEMPTION

OMR	APP	30V	AΙ

OMB Number: 3235-0076

Expires: April 30, 2008

Estimated average burden hours per response . . . 16.00

SEC USE ONLY

DATE RECEIVED

Prefix

UNIFORM LIMITED OFFERING EXEMPTION								
Name of Offering (check if this is an amendment and name has changed, and indicate change.)								
Issuance of Series B-1 Preferred Stock and Warrants and the Common Stock issuable upon conversion thereof.								
File Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE								
Type of Filing: 🔯 New Filing 🔲 Amendment								
A. BASIC IDENTIFICATION DATA								
1. Enter the information requested about the issuer								
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)								
Radio Time, Inc.								
Address of Executive Offices (Number and Street, City, State, Zip Code) PROCESSED Telephone Number (Including Area Code) 111 P. H. 1425 Deller, T.Y. 75251								
6111 LbJ #1425, Dalias, 1A /5251 (9/2) 304-9/9/								
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) [Number and Street, City, State, Zip Code] [Number and Street, City, State, Zip Code] [Number and Street, City, State, Zip Code]								
Brief Description of Business								
Radio Programming Guide								
Type of Business Organization corporation								
Actual or Estimated Date of Incorporation or Organization: Month Year 0 1 0 2 Actual Estimated								
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:								
CN for Canada; FN for other foreign jurisdiction) D E								

GENERAL INSTRUCTIONS

Rederal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENTII	FICATION DATA						
 Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner				
Full Name (Last name first, if indi Moore, William F.	ividual)								
Business or Residence Address (Number and Street, City, State, Zip Code) c/o Radio Time, Inc 12201 Merit Dr. Suite 810, Dallas, TX 75251									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner				
Full Name (Last name first, if indi Davidson, John	ividual)								
Business or Residence Address (N c/o Radio Time, Inc.		et, City, State, Zip Code) Dr. Suite 810, Dallas,	TX 75251						
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if ind Tech Ventures III, L.P	•								
Business or Residence Address (N c/o Radio Time, Inc.		et, City, State, Zip Code) Dr. Suite 810, Dallas,	TX 75251						
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner				
Full Name (Last name first, if ind Edwin J. Lau	ividual)								
Business or Residence Address (N c/o Radio Time, Inc.		et, City, State, Zip Code) Dr. Suite 810, Dallas,	TX 75251						
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if ind	ividual)								
Business or Residence Address (N	lumber and Stree	et, City, State, Zip Code)							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if ind	ividual)								
Business or Residence Address (N	lumber and Stree	et, City, State, Zip Code)							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner				
Full Name (Last name first, if ind	ividual)								
Business or Residence Address (N	lumber and Stree	et, City, State, Zip Code)							

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

						B. INFOR	MATION	ABOUT O	FFERING				
												Yes	No SZ
1.	Has tl	ne issuer s	sold, or do	es the issu							,	LJ	\boxtimes
•	V371 4	:_ 4L:					-		ing under UI			¢n/a	
2.	wnat	is the mi	nimum inv	estment tr	iat will be	ассеріец п	rom any ind	ividuai?	•••••	***************************************	······		
3.	Does	the offeri	ng permit j	oint owne	rship of a	single unit	?					Yes ⊠	No □
	Enter	the info	mation re	quested fo	or each pe	rson who	has been o	r will be p	aid or give	n, directly o	or indirectly	, any	
	If a poor sta	erson to b tes, list th	e listed is te name of	an associa	ated persoi r or dealer	or agent of the second of the	of a broker han five (5)	or dealer re	gistered with be listed are	h the SEC a	es in the offe nd/or with a persons of s	state	
Full		(Last nar	ne first, if	individual)								
Busi	ness o	r Residen	ce Addres	s (Number	r and Stree	et, City, Sta	te, Zip Cod	e)					
Nam	e of A	ssociated	Broker or	Dealer						-			
~							icit Purchas						☐ All States
•					•								
[A	_	[AK]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO]	[CT] [ME]	[DE] [MD]	[DC] [MA]	(FL) [MI]	[GA] [MN]	{HI} [MS]	[1D] [MO]
[1] [M	•	[IN]	[NV]	[NH]	[NJ]	[LA] [NM]	[NY]	[NC]	[ND]	[MI]	[OK]	[OR]	[PA]
[R	-	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[W1]	[WY]	[PR]
	Name		me first, if)								
Busi			nce Addres	s (Number	r and Stree	et, City, Sta	te, Zip Cod	e)					
Nam	e of A	Associated	l Broker or	Dealer									
							icit Purchas						
(C	Check	"All State									******************		All States
[A	•	[AK]					[CT]		•	•			[ID]
[1]		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[M [R	_	[NE] [SC]	[NV] [SD]	[NH] [TN]	[TX]	[NM] [UT]	[NY]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [W1]	[OR] [WY]	[PA] [PR]
						[01]	[VT]		[WA]	[** *]	[44 1]	[** 1]	[[[]
rull		NONE	me first, if	individual									
Busi	ness c	r Resider	nce Addres	s (Numbe	r and Stree	et, City, Sta	ite, Zip Cod	e)					
Nam	e of A	Associated	Broker or	Dealer									
							icit Purchas			<u> </u>			
													All States
[A		[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
[11 [M	-	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	(MD) [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]
{ IVI [R		[SC]	(SDI	(TN)	LXXI	[HT]	(VT)	[VA]	[WA]	(WV)	[WII	[WYI	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$0	\$0
	Equity	\$1,072,620.43	\$832,492.11
	☐ Common ☐ Preferred		· ·
	Convertible Securities	\$0	\$0
	Partnership Interests	\$0	\$0
	Other (Specify)	\$0	\$0
	Total	\$1,072,620.43	\$832,492.11
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	20	\$ <u>1,072,620.43</u>
	Non-accredited Investors	0	\$0
	Total (for filings under Rule 504 only)	00	\$0
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505	N/A	\$0
	Regulation A	N/A	\$0
	Rule 504	N/A	\$0
	Total	N/A	\$0
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		-
	Transfer Agent's Fees] \$
	Printing and Engraving Costs] \$
	Legal Fees	_	\$18,000
	Accounting Fees] \$
	Engineering Fees] \$
	Sales Commissions (specify finder's fees separately)] \$
	Other Expenses (identify)] \$
	Total		\$18,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, N	NUMBER OF INVESTORS, EXPENSES	AND USE OF PROCEE	DS				
	Description I and total expenses furnished in response to Part C - Question I and total expenses furnished in response to Part C - Question 4.a. This difference is the adjusted gross proceeds to the issuer."							
u e e	ndicate below the amount of the adjusted gused for each of the purposes shown. If the stimate and check the box to the left of the qual the adjusted gross proceeds to the iss bove.	amount for any purpose is not known, fu e estimate. The total of the payments list	rnish an ed must					
			Payments to Officers, Directors, & Affiliates					
	Salaries and fees		🗆 \$					
	Purchase of real estate							
	Purchase, rental or leasing and installation	on of machinery and equipment						
	Construction or leasing of plant building	gs and facilities	•					
	Acquisition of other business (including offering that may be used in exchange for issuer pursuant to a merger)	the value of securities involved in this or the assets or securities of another	🗆 \$	□ s				
				☐ \$120,217.58				
				⊠ \$932,402.85				
	Other (specify):							
			_ 					
			🗆 \$	⊠ \$1,054,620.43				
	Total Payments Listed (column totals ac	lded)		№ \$ <u>1,054,620.43</u>				
		D. FEDERAL SIGNATURE						
follow	ssuer has duly caused this notice to be signoring signature constitutes an undertaking by staff, the information furnished by the issuer	the issuer to furnish to the U.S. Securities	and Exchange Commission	s, upon written request				
Issuer	(Print or Type)	Signature ()	Date					
Radi	o Time, Inc.	Signature Bullo	August 31, 2007	,				
	or Signer (Print or Type)	Title of Signer (Print or Type)						
Willia	ım F. Moore	President						

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNAT	URE						
1.	Is any party described in 17 CFR 230.262 prof such rule?		lification provisions	Yes No □ 🛛					
		See Appendix, Column 5, for sta	te response.						
2.	The undersigned issuer hereby undertakes t CFR 239.500) at such times as required by		of any state in which this notice is filed	a notice on Form D (17					
3.	The undersigned issuer hereby undertakes offerees.	to furnish to the state administrator	s, upon written request, information fu	rnished by the issuer to					
4.	The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.								
	e issuer has read this notification and knows t y authorized person.	he contents to be true and has duly	caused this notice to be signed on its be	half by the undersigned					
Issu	uer (Print or Type)	Signature D Q C C	Date						
Ra	dio Time, Inc.	Bollo	e August 31, 2007						
Naı	me or Signer (Print or Type)	Title (Print or Type)							
Wi	lliam F. Moore	President							

Instruction:
Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed

	APPENDIX								
1		2	3			4	-	5	
	to non- investo	nd to sell accredited rs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and chased in State C-Item 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	YES	NO	Series B-1 Preferred Stock	Number of Accredited Investors	credited Non-Accredited				No
AL									
AK			•		•				
AZ									
AR			i						
CA		X	\$166,131.44	10	\$166,313.44				X
со									
СТ									
DE									
DC									
FL									
GA									
ні									
ID									
IL									
IN									
IA									
KS									
КҮ									
LA									
ME									
MD									
MA									
MI									
MN									
MS									
мо									

APPENDIX										
1		2	3			4		5		
	to non- investo	nd to sell accredited rs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and chased in State C-Item 2)		under State (if yes, a explanat waiver gr	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
			Series B-1	Number of Accredited		Number of Non-Accredited			1	
State	YES	NO	Preferred Stock	Investors	Amount	Investors	Amount	Yes	No	
MT										
NE					- "					
NV										
NH			·							
NJ					• • • • • • • • • • • • • • • • • • • •					
NM										
NY										
NC										
ND										
ОН										
ок										
OR										
PA										
RI										
SC										
SD										
TN										
TX		x	\$5,003.19	1	\$5,003.19				x	
UT										
VT										
VA										
WA										
wv										
WI										
WY			,							
PR										